

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W.R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors) Objection Deadline: November 29, 2004 @ 4:00 p.m.

**SUMMARY APPLICATION OF WOODCOCK WASHBURN FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS SPECIAL LITIGATION COUNSEL TO W.R.
GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD OF SEPTEMBER 1, 2004, THROUGH
SEPTEMBER 30, 2004, FOR THE QUARTERLY FEE PERIOD OF JULY – SEPTEMBER 2004**

Name of Applicant:	<u>Woodcock Washburn LLP</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace & Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered January 22, 2003</u>
Period for which compensation and reimbursement is sought	<u>September 1, 2004, through September 30, 2004</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$ 156,479.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$ 32,088.05</u>

¹ The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-g II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Hornco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc., Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing System, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cumming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Applicant Woodcock Washburn LLP submits this application for fees and expenses for the month of September 2004. This is the 21st application for interim compensation for services that has been filed with the Bankruptcy Court by Woodcock, and the third application for services in the July – September 2004 quarter.

The following applications have been filed previously with the Court:

Period Covered	Date Filed	Requested Fees	Requested Disbursements
1/1 – 1/31/03	June 9, 2003	\$11,423.35	\$184.10
2/1 – 2/28/03	June 9, 2003	29,216.00	684.22
3/1 – 3/31/03	June 9, 2003	14,351.00	647.43
4/1 – 4/30/03	June 3, 2003	14,268.50	244.41
5/1 – 5/31/03	July 11, 2003	20,293.50	703.19
6/1 – 6/30/03	August 1, 2003	24,087.00	2,822.23
7/1 – 7/31/03	September 18, 2003	14,157.50	1,834.84
8/1/ - 8/31/03	October 17, 2003	5,120.00	2,346.40
9/1 – 9/30/03	November 6, 2003	18,536.00	2,143.81
10/1 – 10/31/03	December 16, 2003	26,622.50	7,747.17
11/1 – 11/30/03	January 23, 2004	46,329.50	22.29
12/1 – 12/31/03	February 11, 2004	60,218.00	13,537.76
1/1 – 1/31/04	March 29, 2004	117,384.00	34,007.41
2/1 - 2/29/04	April 13, 2004	66,216.00	16,476.09
3/1 - 3/31/04	April 27, 2004	96,991.00	8,235.63
4/1 - 4/30/04	June 16, 2004	111,132.00	14,316.26
5/1 - 5/31/04	July 19, 2004	104,787.00	14,642.22
6/1 - 6/30/04	July 29, 2004	117,125.00	8,779.51
7/1 - 7/31/04	September 17, 2004	85,802.00	10,905.33
8/1 – 8/31/04	October 22, 2004	102,078.00	9,582.05
TOTAL		\$1,040,979.35	\$149,862.34

All fees and expenses for which compensation is sought in the current application were rendered by Applicant in connection with the specific matter for which it was retained as special litigation counsel: Representation of Debtor as intervening defendant in *David B. Bartholic and Intercat, Inc. v. Nol-Tec Systems, Inc. and W.R. Grace & Co.-Conn.*, civil action 03-CV-4886 (RHK/AJB), pending in the United States District Court for the District of Minnesota. Except for the fees specifically identified in the attached detail as "Fee Application, Applicant" and "Travel Time," all fees for which application is made were in the category "Litigation and Litigation Consulting" in the Intercat case.

The attorneys of Applicant who rendered professional services in this case during the Fee Period are:

Name of Professional	Position with the Applicant	Year Admitted to Bar	Department	Hourly Billing Rate	Total Billed Hours	Total Fees Generated
Gary H. Levin	Partner	1976	IP Litigation	\$460.00	32.2	\$14,812.00
David R. Bailey	Partner	1990	IP Litigation	\$380.00	110.7	\$42,066.00
Chad E. Ziegler	Associate	1997	IP Litigation	\$290.00	134.9	\$39,121.00
Frank T. Carroll	Associate	1998	IP Litigation	\$270.00	39.4	\$10,638.00
Karen Whitney	Associate	2001	IP Litigation	\$210.00	129.0	\$27,090.00
Larry Labella	Paralegal	-	IP Litigation	\$130.00	101.7	\$13,221.00
Suzanne Wallace	Paralegal	-	IP Litigation	\$ 90.00	105.9	\$9,531.00

Total Fees: \$156,479.00.

Blended Rate: \$ 254.69

WHEREFORE, Applicant respectfully requests (a) that an allowance be made to it, as fully described above for (i) 80% of the amount of \$156,479.00 for reasonable and necessary professional services Applicant has rendered to the Debtors during the Fee Period (\$ 125,183.20) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by applicant during the Fee Period (\$32,088.05); and (b) that both fees and expenses are payable as administrative expenses of the Debtors' estates.

Respectfully submitted

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Dated: November 8, 2004